

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
RICHARD MARMARO (Cal. Bar No. 91387)
300 South Grand Avenue, Suite 3400
Los Angeles, California 90071-3144
Telephone: (213) 687-5000
Facsimile: (213) 687-5600
Email: rmarmaro@skadden.com

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
JAMES E. LYONS (Cal. Bar No. 112582)
TIMOTHY A. MILLER (Cal. Bar No. 154744)
Four Embarcadero Center, Suite 3800
San Francisco, California 94111-4144
Telephone: (415) 984-6400
Facsimile: (415) 984-2698 (fax)
Email: jlyons@skadden.com
tmiller@skadden.com

Attorneys for Non-Parties Skadden, Arps, Slate, Meagher & Flom LLP
and Individual Skadden Attorneys

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

vs.

KENNETH L. SCHROEDER,

Defendant.

CASE NO. C 07-3798-JW (HRL)

**DECLARATION OF LANELLE K.
MEIDAN IN SUPPORT OF SKADDEN,
ARPS, SLATE, MEAGHER & FLOM
LLP'S OPPOSITION TO KENNETH L.
SCHROEDER'S MOTION TO COMPEL**

Date: September 9, 2008

Time: 10:00 a.m.

Courtroom: 8

Judge: Magistrate Judge Howard R. Lloyd

DECLARATION OF LANELLE K. MEIDAN

I, Lanelle K. Meidan, declare:

1. I am an attorney duly licensed to practice law in the State of California. I am counsel at the law firm of Skadden, Arps, Slate, Meagher & Flom LLP ("Skadden") in Palo Alto, California.

2. Skadden represents the Special Committee ("SC") of the Board of Directors of KLA-Tencor Corporation ("KLA" or the "Company"). I have personal knowledge of the facts set forth below and could competently testify thereto.

3. I graduated from law school in 1999 and have worked on a number of cases involving internal investigations since then. I have attended more than a dozen witness interviews in connection with those investigations.

4. In August 2006, I began working on an investigation of KLA's stock option granting practices being conducted by the SC. In connection with the SC investigation, I assisted with document review and interview preparation, performed legal research, and drafted portions of case materials as needed.

5. Between August 2006 and September 2006, I participated in and took notes at the interviews of 10 witnesses, including former executives, officers, and advisors to the Company.

6. It was my practice to review in advance of the interviews any documents identified by the Skadden team as potential subjects of the interview.

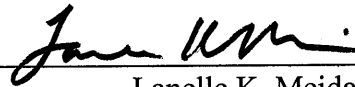
7. In taking notes at witness interviews, I understood that my primary responsibility was to record information provided or observations made by the witness, which, in my judgment, were of importance to the investigation and relevant to a further understanding of the option granting practices at KLA. I relied on my understanding of the important facts that had been learned in the investigation and applicable legal theories to determine, in my judgment, the relevant facts to be recorded.

8. After the conclusion of each SC interview at which I took notes, I used my notes and recollections to prepare a memorandum of the interview. I circulated a draft of each memorandum to the other attorney or attorneys who attended each interview and incorporated any

1 comments I received from them. To my knowledge, neither my notes nor any drafts of any
2 interview memoranda were seen or adopted by the witness.

3 9. The notes I took at the SC interviews are not verbatim transcriptions, and I did not
4 understand the purpose of my participation in the interviews to be to create verbatim transcriptions.
5 I did not share my notes with anyone outside of Skadden. To my knowledge, none of my notes
6 have ever been seen or reviewed by anyone outside of Skadden.

7 I declare under penalty of perjury under the laws of the United States of America that the
8 foregoing is true and correct. Executed this 1st day of August 2008, in San Francisco, California.

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Lanelle K. Meidan